

MACOMBER SCOTT T

Form 4

May 26, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACOMBER SCOTT T

(Last) (First) (Middle)

980 NORTH MICHIGAN  
AVENUE, SUITE 1620

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NOVAMED INC [NOVA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President/CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 05/21/2009                              |                                                             | F                                    |                                                                            | 153                                                                                                                | \$<br>(8) 3.8                                                        | 86,142 (7) D                                                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.7                                                             |                                         |                                                             |                                      |                                                                                                                    | <u>(1)</u>                                                     | 10/24/2011         | Common<br>Stock                                                     | 250,000                          |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 0.78                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(2)</u>                                                     | 04/02/2012         | Common<br>Stock                                                     | 90,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.27                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(3)</u>                                                     | 03/21/2013         | Common<br>Stock                                                     | 45,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 4.45                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u>                                                     | 03/16/2014         | Common<br>Stock                                                     | 55,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 5.96                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(5)</u>                                                     | 06/16/2015         | Common<br>Stock                                                     | 65,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.87                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(6)</u>                                                     | 06/20/2016         | Common<br>Stock                                                     | 25,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 7.35                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(9)</u>                                                     | 02/21/2017         | Common<br>Stock                                                     | 25,000                           |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 2.75                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(10)</u>                                                    | 02/18/2019         | Common<br>Stock                                                     | 72,727                           |                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                              |       |
|----------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                      | Other |
| MACOMBER SCOTT T<br>980 NORTH MICHIGAN AVENUE<br>SUITE 1620<br>CHICAGO, IL 60611 |               |           | Executive Vice President/CFO |       |

## Signatures

/s/ Scott T.

Macomber

05/26/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Subject to certain restrictions, 31,250 of these options vested 4/24/02 with the remainder vesting 5,208 per month starting on 5/24/02.
  - (2) Subject to certain restrictions, 11,250 of these options vested 10/1/02 with the remainder vesting 1,875 per month starting on 11/1/02.
  - (3) Subject to certain restrictions, 5,650 of these options vested 9/20/03 with the remainder vesting 937 per month starting on 10/20/03.
  - (4) Subject to certain restrictions, 6,875 of these options vested 9/16/04 with the remainder vesting 1,145 per month starting on 10/16/04.
  - (5) Subject to certain restrictions, 8,125 of these options vested on 12/17/05, with the remainder vesting 1,354 per month starting on 1/17/06.
  - (6) Subject to certain restrictions, 3,125 of these options vested on 12/20/06 with the remainder vesting approximately 521 per month starting on 1/20/07.
  - (7) Includes 42,616 restricted shares of common stock.
  - (8) Represents the disposition of shares to the Issuer to fund the Reporting Person's tax withholding obligations relating to the vesting on 5/21/09 of 521 shares of a restricted stock award as permitted pursuant to the terms of the award.
  - (9) Subject to certain restrictions, 3,125 of these option vested on 8/21/07 with the remainder vesting approximately 521 per month starting 9/21/07.
  - (10) Subject to certain restrictions, 9,090 of these options will vest on 8/18/09 with the remainder vesting approximately 1,515 per month starting on 9/18/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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